Washington, D.C. 20549

FORM D

UNIFÓRM LIMITED OFFERING EXEMPTION

UEC 2 0 200 NOTICE OF SALE OF SECURITIES PUKSUANT TO REGULATION D, **SECTION 4(6), AND/OR**

Expires:	April 30, 2008
Estimated average	burden
hours per response	<u></u> 1

SEC USE ONLY						
Prefix	Serial					
	DATE RECEIVE	D				

Red Fort India Real Estate Fund I, L.P. Private Placement of limited partnership into	erests	
Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☐ Rule Type of Filing: ☐ New Filing ☐ Amendment	506 Section 4(6)	ULOE
A. BASIC IDENTIFICATION DATA		MATANI KRIJA ININI PRATANI
Enter the information requested about the issuer		
Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Red Fort India Real Estate Fund I, L.P.		
Address of Executive Offices (Number and Street, City, State, Zip Code)	retephone	1001
1163 E. Ogden Avenue, Suite 705-227, Naperville, IL 60563-8535	(630) 929-0846	
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including A	rea Code)
Brief Description of Business	<u> </u>	
Investments in securities of companies.	o	DAACTOOL
Type of Business Organization		ROCESSE
☐ corporation ☐ limited partnership, already formed	other (please specify):	DEC 1 6 2007
business trust limited partnership, to be formed		DEC 2.8 2007
Actual or Estimated Date of Incorporation or Organization: Month Year	☐ Actual ☐ Estimated	THOMSON
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for CN for Canada: FN for other foreign jurisdiction)	or State: FN	FINANCIAL
GENERAL INSTRUCTIONS	<u></u>	
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption u seq. or 15 U.S.C. 77d(6).	ender Regulation D or Section 4(6),	17 CFR 230.501 et
When to File: A notice must be filed no later than 15 days after the first sale of securities in the off Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at tafter the date on which it is due, on the date it was mailed by United States registered or certified management.	he address given below or, if receive	
Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.	.C. 20549	
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be must be photocopies of the manually signed copy or bear typed or printed signatures.	manually signed. Any copies not m	anually signed
Information Required: A new filing must contain all information requested. Amendments need on changes thereto, the information requested in Part C, and any material changes from the informatio Annepolis need not be filed with the SEC.	nly report the name of the issuer and on previously supplied in Parts A and	offering, any I B. Part E and the

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (5-05)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1 of 9

Filing Fee: There is no federal filing fee.

- 2. Enter the information requested for the following: • Each promoter of the issuer, if the issuer has been organized within the past five years: Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the
 - issuer:
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and

Each general and managing partner of partnership issuers. ■ Beneficial Owner ■ Executive Officer □ Director □ General and/or Check Box(es) that Apply: □ Promoter Managing Partner Full Name (Last name first, if individual) Red Fort Capital GP, L.P. Business or Residence Address (Number and Street, City, State, Zip Code) 1163 E. Ogden Avenue, Suite 705-227, Naperville, IL 60563-8535 Executive Officer □ Director ☐ General and/or ■ Beneficial Owner Check Box(es) that Apply: Promoter Managing Partner Full Name (Last name first, if individual) Singh, Parry Business or Residence Address (Number and Street, City, State, Zip Code) 1163 E. Ogden Avenue, Suite 705-227, Naperville, IL 60563-8535 ☐ Beneficial Owner General and/or □ Director Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Bedi, Subhash Business or Residence Address (Number and Street, City, State, Zip Code) 1163 E. Ogden Avenue, Suite 705-227, Naperville, IL 60563-8535 ☐ Executive Officer □ Director ☐ General and/or Check Box(es) that Apply: ☑ Promoter Beneficial Owner Managing Partner Full Name (Last name first, if individual) Singh, G.B. Business or Residence Address (Number and Street, City, State, Zip Code) 1163 E. Ogden Avenue, Suite 705-227, Naperville, IL 60563-8535 ☐ Beneficial Owner Director ☐ General and/or Check Box(es) that Apply: Promoter ☐ Executive Officer Managing Partner Full Name (Last name first, if individual) Park Hill Real Estate Group LLC Business or Residence Address (Number and Street, City, State, Zip Code) 345 Park Avenue, 15th Floor, New York, NY 10154 General and/or Check Box(es) that Apply: □ Promoter ■ Beneficial Owner Executive Officer □ Director Managing Partner Full Name (Last name first, if individual) Purse, Charles R. Business or Residence Address (Number and Street, City, State, Zip Code) 345 Park Avenue, 15th Floor, New York, NY 10154 General and/or Check Box(es) that Apply: Beneficial Owner ☐ Executive Officer □ Director Managing Partner Full Name (Last name first, if individual) Schmitz, Frank E. Business or Residence Address (Number and Street, City, State, Zip Code) 345 Park Avenue, 15th Floor, New York, NY 10154

					Managing Partner
Full Name (Last name first, if	individual)				
Lester, Robert E.					
Business or Residence Address	s (Number and Stree	t, City, State, Zip Code)			
345 Park Avenue, 15	th Floor, New Y	ork, NY 10154			
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)	· · · · · · · · · · · · · · · · · · ·			
Reco Vaastu Pte. Ltd	l.				
Business or Residence Address	s (Number and Stree	t, City, State, Zip Code)			····
168 Robinson Road,	Capital Tower,	#37-01, Singapore 06	8912		. <u></u>
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)		· · · · · ·	-	
RE Red Fort India Re	eal Estate Fund	I Feeder GmbH & Co	. KG		
Business or Residence Address	s (Number and Stree	t, City, State, Zip Code)			
c/o Gothaer Asset M	anagement AG,	Gothaer Allee 1, 5090	69 Cologne, Germany		
Check Box(es) that Apply:	☐ Promoter	⊠ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
HIP Company Limite	ed				
Business or Residence Address	s (Number and Stree	t, City, State, Zip Code)			
28-30 The Parade, St	t. Helier, Jersey .	JE1 1Q, Channel Islar	ıds		
	 -				

				В.	INFORMA	TION ABO	UT OFFER	UNG				
1. Has t	he issuer so	old, or does									Yes	No
							a 2, if filing				6. 0.000	000+
2. What	is the min	imum inve	stment that	will be ac	cepted fron	n any indiv	ridual?				. \$10.000	.000*
* The G 3. Does	eneral Pai the offerin	rtner reser g permit jo	ves the rigoint owners	tht to acce hip of a sir	pt a smalle ngle unit?	er particip	ation.				Yes . ⊠	No □
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.												
			individual									
			roup LLC		t, City, Stat	e Zin Coc			·			
					i. City. 3tai ∤Y 10154		ic)					
	f Associate			···							-	
States in (Che	Which Pe	rson Listed ates" or che	l Has Solic cck individ	ited or Inte ual States).	ends to Soli	cit Purcha	sers			***************************************	🛛 All States	
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	(DE)	[DC]	[FL]	[GA]	(HI)	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO] [PA]
[MT] [RI]	[NE] [SC]	[NV] [SD]	(NH) [TN]	[NJ] [TX]	[MM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PR]
			individua									
i un iva	no (Base in											
Busines	s or Reside	nce Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Coo	ie)					
Name of	f Associate	d Broker o	r Dealer			·						
					ends to Soli						🗌 Al	l States
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[MT]	[NE]	[NV]	(NH)	[NJ]	[NM]	[NY]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	(PA) (PR)
[RI]	[SC]	[SD]	[TN]	[TX]	(UT)	[VT]	[VA]	[WA]		[,,,]		1
			f individua									
Busines	s or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Co	de) 					. <u> </u>
Name o	f Associate	ed Broker o	or Dealer					-				
					ends to Sol						🗖 Al	I States
[AL]	{AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged			
Type of Security	Aggregate Offering Pri		Amount Already Sold
Debt	\$		\$
Equity	\$		\$
☐ Common ☐ Preferred			
Convertible Securities (including warrants)	\$		\$
Partnership Interests	\$375,819,000	_	\$375,819,000
Other (Specify)	\$0		\$0
Total	\$375,819,000		\$375,819,000
Answer also in Appendix, Column 3, if filing under ULOE.			
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."			Aggregate
	Number Investors		Dollar Amount of Purchases
Accredited Investors	25*		\$375,819,000
Non-accredited Investors	-0-		\$- 0-
Total (for filings under Rule 504 only)	-0-	_	\$-0-
Answer also in Appendix, Column 4, if filing under ULOE.			
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.			
Type of Offering	Type of Security		Dollar Amount Sold
Rule 505			\$ 0
Regulation A			\$0
Rule 504			\$0
Total			\$0
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.			
Transfer Agent's Fees		\boxtimes	\$ 500,000
Printing and Engraving Costs		\boxtimes	\$16,500
Legal Fees		\boxtimes	\$1,000,000
Accounting Fees		\boxtimes	\$ -0-
Engineering Fees		\boxtimes	\$-0-
Sales Commission (specify finders' fees separately)		☒	\$ -0-
Other Expenses (identify) Miscellaneous Expenses including market research and contingend		☒	\$50,000
Total	•	☒	\$1,566,500

^{*} Includes non-U.S. persons.

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted \$374,252,500 gross proceeds to the issuer." Indicate below the amount of the adjusted proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above. Payments to Officers. Payments Directors То & Affiliates Others Salaries and fees S6,244,000* □ \$ \$368,008,500 Purchase, rental or leasing and installation of machinery and equipment □ \$ □ \$ Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer □ \$ □ \$ □ \$ Other (specify): □ \$

□ s

□ \$

\$374,252,500

______ 🖸 \$

Total Payments Listed (column totals added).....

Investments in securities of companies

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.							
Issuer (Print or Type)	Signature	(Date				
Red Fort India Real Estate Fund I, L.P.	A	tu:	December <u>M</u> , 2007				
Name of Signer (Print or Type)	Title of Signer (Print or Type)						
Subhash Bedi	Director of the General Partner	of the General Partne	r of the Issuer				

ATTENTION-

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

COMMENT: *Note that the amount of the Management Fee is equal to the sum of (i) 2.0% of the total commitments of all limited partners with commitments less than \$75,000,000 and (ii) 1.5% of the total commitments of all limited partners with commitments equal to or greater than \$75,000,000. The amount of the Management Fee shall vary over time, in part depending on the amounts contributed to the Issuer by the limited partners to fund investments made by the Issuer.

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 of such rule?	presently subject to any of the disqualifi	cation provisions	Yes No
	See Appendix, Column 5, for state resp	onse.	
2. The undersigned issuer hereby undertakes Form D (17 CFR 239.500) at such times a		ny state in which this notice is fi	led, a notice on
3. The undersigned issuer hereby undertake issuer to offerees.	es to furnish to the state administrators,	upon written request, informatio	n furnished by the
 The undersigned issuer represents that the Limited Offering Exemption (ULOE) of to of this exemption has the burden of established. 	the state in which this notice is filed and	understands that the issuer claim	
The issuer has read this notification and kno undersigned duly authorized person.	ows the contents to be true and has duly	caused this notice to be signed o	on its behalf by the
Issuer (Print or Type)	Signature	Date	
Red Fort India Real Estate Fund I, L.P.	Afri	December 14, 2	2007
Name of Signer (Print or Type)	Title of Signer (Print or Type)		
Subhash Bedi	Director of the General Partner of the C	General Partner of the Issuer	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

1		2	3			4		1	5
	Intend to non-a- investors	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)			Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
			İ	Number of		Number of			
State	Yes	No		Accredited Investors	Amount	Non-Accredited Investors	Amount	Yes	No
AL		⊠		0	\$0.00	0	\$0.00		⊠
AK		Ø		0	\$0.00	0	\$0.00		⊠
AZ		⊠		0	\$0.00	0	\$0.00	0	⊠
AR		⋈		0	\$0.00	0	\$0.00		⊠
CA		☒		0	\$0.00	0	\$0.00		⊠
СО		☒		0	\$0.00	0	\$0.00		⊠
СТ		☒		0	\$0.00	0	\$0.00		⊠
DE		Ø	Up to \$425,000,000 in limited partnership interests*	4	\$2,379,500	0	\$0.00		Ճ
DC		⊠		0	\$0.00	0	\$0.00		×
FL		×		0	\$0.00	0	\$0.00		⊠
GA		⊠		0	\$0.00	0	\$0.00		Ø
HI		Ø		0	\$0.00	0	\$0.00		⊠
ID		×		0	\$0.00	0	\$0.00		⊠
IL		×	Up to \$425,000,000 in limited partnership interests*	I	\$7,369,000	0	\$0.00		Ø
IN		⊠		0	\$0.00	0	\$0.00		⊠
IA		⊠		0	\$0.00	0	\$0.00		Ø
KS		Ø		0	\$0.00	0	\$0.00		⊠
KY		Ø		0	\$0.00	0	\$0.00		⊠
LA		N N		0	\$0.00	0	\$0.00		Ø
ME		×		0	\$0.00	0	\$0.00		⊠
MD		Ø		0	\$0.00	0	\$0.00		⊠
MA		⊠		0	\$0.00	0	\$0.00		Ø
МІ		Ø		0	\$0.00	0	\$0.00		⊠
MN		Ø		0	\$0.00	0	\$0.00		⊠
MS		☒		0	\$0.00	0	\$0.00		⊠

^{*} The General Partner reserves the right to offer a greater amount of limited partnership interests.

1	2	2	3	4					5	
	to non-a	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
				Number of Accredited		Number of Non-Accredited				
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No	
МО		☒	·	0	\$0.00	0	\$0.00		⊠	
МТ		☒		0	\$0.00	0	\$0.00		⊠	
NE		Ø		0	\$0.00	0	\$0.00		⊠	
NV		⊠	·	0	\$0.00	0	\$0.00		⋈	
NH		×		0	\$0.00	0	\$0.00		⊠	
NJ		Ø		0	\$0.00	0	\$0.00		☒	
NM		☒		0	\$0.00	0	\$0.00		☒	
NY		Ø		0	\$0.00	0	\$0.00		⊠	
NC		Ø		.0	\$0.00	0	\$0.00		×	
ND		☒		0	\$0.00	0	\$0.00		⊠	
ОН		☒		0	\$0.00	0	\$0.00		⊠	
ОК		☒		0	\$0.00	0	\$0.00		Ø	
OR		⊠		0	\$0.00	0	\$0.00		\boxtimes	
PA		⊠		0	\$0.00	0	\$0.00		×	
RI		⊠		0	\$0.00	0	\$0.00		×	
SC		Ø		0	\$0.00	0	\$0.00		⊠	
SD		⊠		0	\$0.00	0	\$0.00			
TN		☒		0	\$0.00	0	\$0.00		⊠	
TX		⊠		0	\$0.00	0	\$0.00		Ø	
UT		☒		0	\$0.00	0	\$0.00	ū	\boxtimes	
VT		⊠		0	\$0.00	0	\$0.00		⋈	
VA		Ø		0	\$0.00	0	\$0.00		×	
WA		⊠		0	\$0.00	0	\$0.00		⊠	
WV		⊠	<u>-</u>	0	\$0.00	0	\$0.00			
WI		⊠	· 122	0	\$0.00	0	\$0.00		\boxtimes	
WY		⊠		0	\$0.00	0	\$0.00		Ø	
PR		☒		0	\$0.00	0	\$0.00		×	

